FORM D

DEC 1 & 2006 SECURI

UNITED STATES
ECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## **FORM D**

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008

Estimated average burden hours

per response ...... 1.00

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Name of Offering (I) check if this is an amendment and name has changed, and indicate change.)  Pacific Life Insurance Company 4(2) Commercial Paper Program		
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 X Rule 506 ☐ Sect	tion 4(6) ULOE	PRINT COMO DANTA COMO DIPER COMO DIPERTADA DE PROPERTADA D
Type of Filing: X New Filing in VT X Amendment		
A. BASIC IDENTIFICATION D	DATA	
1. Enter the information requested about the issuer		06065482
Name of Issuer: ( check if this is an amendment and name has changed, and indicate change.)  Pacific Life Insurance Company		
Address of Executive Offices (Number and Street, City, State, Zip Code) 700 Newport Center Drive, Newport Beach, CA 92660	Telephone Number (Including (949) 219-3011	Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above.	Telephone Number (Including	Area Code)
Brief Description of Business		/ / .
life insurance, annuities, pension and institutional products, broker-dealer operations, and investment r	management and advisory service	s /
Type of Business Organization  □ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed □ V other (please specify □ business trust □ limited partnership, to be formed □ V other (please specify □ business trust □ limited partnership, to be formed □ V other (please specify □ business trust □ limited partnership, to be formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ limited partnership, already formed □ V other (please specify □ business trust □ V other (please specify □ V other (please spec	): Stock life insurance company	JAN 1 0 2007
Month Year		1 25001
Actual or Estimated Date of Incorporation or Organization:  0 1 18 68	X Actual	V JAN 1.0 2000
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdiction)	State: N E	
GENERAL INSTRUCTIONS		FINANCIAL
Federal:		
Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 77d(6).	gulation D or Section 4(6), 17 C	FR 230.501 et seq. or 15 U.S.C.
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offerin Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, date it was mailed by United States registered or certified mail to that address.	g. A notice is deemed filed with if received at that address after t	the U.S. Securities and Exchange he date on which it is due, on the
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2	20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must photocopies of the manually signed copy or bear typed or printed signatures.	be manually signed. Any copi	es not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only reinformation requested in Part C, and any material changes from the information previously supplied in the SEC.	eport the name of the issuer and in Parts A and B. Part E and the	offering, any changes thereto, the Appendix need not be filed with
Filing Fee: There is no federal filing fee.		
State:		
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee is be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a	s Administrator in each state wh in the proper amount shall accon	ere sales are to be, or have been pany this form. This notice shall
ATTENTION		
Failure to file notice in the appropriate states will not result in a loss of the federal exer federal notice will not result in a loss of an available state exemption unless such exen	mption. Conversely, failure nption is predicated on the f	to file the appropriate filing of a federal notice.

SEC 1972 (5-05) 21436334v9 Persons who respond to the collection of information contained in this form are not required

to respond unless the form displays a currently valid OMB control number.

			A. BASIC ID	ENTIFICATION DATA			i
2.	Enter the information rec	uested for the follo	wing:				-
	•		er has been organized within				1
	Each beneficial own	ner having the pow	er to vote or dispose, or dire	et the vote or disposition of,	10% or more of a c	lass of equity securities of the	issuer;
	Each executive offi	cer and director of	corporate issuers and of corp	porate general and managing	g partners of partner	ship issuers; and	1
	Each general and m	anaging partner of	partnership issuers.				}
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	X Director	☐ General and/or Manag	ing Partner
	Name (Last name first, if on, Thomas C.	individual)				,	İ
	iness or Residence Addres Newport Center Drive, Ne						
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	X Director	☐ General and/or Manag	ng Partner
	Name (Last name first, if	individual)			· •		
	iness or Residence Addres Newport Center Drive, Ne						
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	X Director	☐ General and/or Manag	ing Partner
	Name (Last name first, if michael, David R.	individual)					
Bus 700	iness or Residence Addres Newport Center Drive, Ne	s (Number and Streets) ewport Beach, CA 9	eet, City, State, Zip Code) 2660		· · · · · · · · · · · · · · · · · · ·		
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	X Director	☐ General and/or Manag	ing Partner
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Mili	Name (Last name first, if fs, Audrey.			444			<u> </u>
	iness or Residence Address Newport Center Drive, Ne		2660				
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	X Director	☐ General and/or Managi	ng Partner
	Name (Last name first, if r, Lawrence F.	individual)					
	iness or Residence Addres. Newport Center Drive, Ne						
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managi	ng Partner
	Name (Last name first, if mlund, Mark W.	individual)					
Bus 700	iness or Residence Address Newport Center Drive, Ne	s (Number and Streewport Beach, CA 9	eet, City, State, Zip Code) 2660				
Che	ck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
	Name (Last name first, if b, Michael S	individual)					
	iness or Residence Addres Newport Center Drive, Ne						
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2. Enter the information rec	•	=	the most five years			
*		er has been organized within		1004	l	
1					class of equity securities of the	issuer;
		corporate issuers and of corp	orate general and managing	; parmers of parmer	snip issuers; and	·
<u> </u>		partnership issuers.	0.00	-		V- P
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	Director	☐ General and/or Manag	mg Parmer
Full Name (Last name first, it Robinson, Gerald W.						
Business or Residence Addres 700 Newport Center Drive, N	s (Number and Streewport Beach, CA 9	eet, City, State, Zip Code) 02660				1
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Bell, Michael A.	f individual)					
Business or Residence Addres 700 Newport Center Drive, N	ss (Number and Stree ewport Beach, CA	et, City, State, Zip Code) 02660			,	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Bonno, Anthony J.	f individual)	•				
Business or Residence Addres 700 Newport Center Drive, N						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	□ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Brown, Mary Ann	f individual)	,				
Business or Residence Addres 700 Newport Center Drive, N						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Bushaw, Dewey P.	f individual)					
Business or Residence Addres 700 Newport Center Drive, N				, . <u>-</u>		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Haskell, Robert G.	f individual)	,				
Business or Residence Addres 700 Newport Center Drive, N						-
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Manag	ing Partner
Full Name (Last name first, i Hsu, Robert C.	findividual)					
Business or Residence Addres 700 Newport Center Drive, N	ss (Number and Strewport Beach, CA	eet, City, State, Zip Code) 92660				

			DENTIFICATION DATA			
2. Enter the information req	uested for the follo	wing:				
<ul> <li>Each promoter of the</li> </ul>	he issuer, if the issu	er has been organized within	n the past five years;			
Each beneficial own	ner having the powe	er to vote or dispose, or dire	et the vote or disposition of,	10% or more of a	class of equity securities of the issuer;	
Each executive offi	cer and director of	corporate issuers and of corp	porate general and managing	partners of partner	ship issuers; and	
Each general and m	•					
	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managing Partne	
Check Box(es) that Apply:	L Floridie	La Belleticiai Owner	A Executive Officer	L Director	Senioral and of Managary 1 and	•
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Full Name (Last name first, if McMillan, Henry M.	individual)					
Business or Residence Address 700 Newport Center Drive, Ne						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managing Partne	r
Full Name (Last name first, if	individual)			· · ·		
Milberg, John E.						
Business or Residence Address 700 Newport Center Drive, Ne	s (Number and Streetwort Beach, CA 9	et, City, State, Zip Code) 2660				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managing Partner	r
			;			
Full Name (Last name first, if	individual)					
Morris, James T.						
Business or Residence Address 700 Newport Center Drive, Ne						
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Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managing Partner	Г
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Full Name (Last name first, if Celentano, Joseph E.	individual)					
Business or Residence Address 700 Newport Center Drive, Ne			,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	General and/or Managing Partner	г
Full Name (Last name first, if Schindler, Richard J.	individual)					
Business or Residence Address	(Number and Stre	et, City, State, Zin Code)				
700 Newport Center Drive, Ne						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	General and/or Managing Partner	r
Full Name (Last name first, if Byrd, Edward R.	individual)				1	
Business or Residence Address 700 Newport Center Drive, Ne					1	—
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Less assess St. + 25	individualy					
Full Name (Last name first, if Klemens, Brian D.	individual)					
Business or Residence Address 700 Newport Center Drive, Ne						_
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•	Each beneficial ow	mer having the power	er to vote or dispose, or direc	t the vote or disposition of,	10% or more of a cl	ass of equity securities of the	ne issuer;
•	Each executive off	icer and director of	corporate issuers and of corp	orate general and managing	g partners of partners	hip issuers; and	
•	Each general and r	nanaging partner of	partnership issuers.			-	
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Name of Ass	ociated Bro	ker or Deale	er											i.
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Full Name (L	ast name fir	rst, if indivi	dual)										İ	
Credit Suisse	Securities (	USA) LLC											,	
Business or R	Pesidence A	ddrose (Nur	mber and St	treet City	State 7in C	'oda)			··· ·					
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<sup>\*</sup> Previously solicited purchasers in connection with sales of securities in the offering but are not expected to do so in the future.

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Previously solicited purchasers in connection with sales of securities in the offering but are not expected to do so in the future.
 Previously solicited purchasers in connection with sales of securities in the offering but not in 2006 and will not do so in the future.

Type of Security		Aggregate fering Price			nt Already Sold
Debt		*000,000		\$465,00	00,000 **
Equity	\$	0	-	\$	0
□ Common □ Preferred	•	<u>-</u>	-	-	
	c	0		e	0
Convertible Securities (including warrants)	·	0	-	·	0
Other (Specify)	• <u> </u>	0	•	٠	0
Total	\$	000,000*	<b>-</b> .	\$465.00	00,000 *
	\$ <u>700,0</u>	1001000.	-	\$40 <i>3</i> ,00	,000
* Up to \$700,000,000 outstanding at any one time. ** Reflects sales in 2006.					İ
Answer also in Appendix, Column 3, if filing under ULOE.					
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Δα	gregata
		Number Investors		Dolla	gregate r <sup>1</sup> Amount urchases
Accredited Investors	38		_	\$465,00	000.000 <u>*</u>
Non-accredited Investors	0		-	\$	0
Total (for filings under Rule 504 only)				\$	
** Reflects sales in 2006.  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold					
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Type of		Dolla	r Amount
		Security			Sold
Type of offering			_	s	1
Rule 505			_	\$	1
Regulation A			_	\$	<u> </u>
Rule 504			_	\$	
Total		·	_	\$	<u> </u>
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	-	,			
Transfer Agent's Fees				\$ <u>***</u> _	
Printing and Engraving Costs			D	S <u>***</u>	<u> </u>
Legal Fees				\$ <u>***</u>	ł
•				\$ <u>***</u>	
Accounting Fees				S***	
· -			_		1
Engineering Fees			П	\$***	1
, -			П	S***	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER O	F INVESTORS, EXPENSES AND USE	OF PROC	EEDS		i
b.	inter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished esponse to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."				\$700,000,0	00*
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.				-	
			Off Direc	nents to licers, etors, & iliates	Payme Oth	nts To
	Salaries and fees		□\$		□\$	<u> </u>
	Purchase of real estate		□\$		<b>0\$</b>	
	Purchase, rental or leasing and installation of machinery and equi	pment	□ <b>\$</b>		C) \$	ļ
	Construction or leasing of plant buildings and facilities	••••••	<b>□\$</b>	· · · · · · · · · · · · · · · · · · ·	s	
	Acquisition of other businesses (including the value of securities used in exchange for the assets or securities of another issuer pur	involved in this offering that may be suant to a merger)			s	)
	Repayment of indebtedness			 _\$		<u> </u>
						<u> </u>
	Other (specify): General corporate purposes.		<del>-</del>		X \$ <u>700,0</u>	00.000*
					□\$	
	Column Totals				x \$700,000,000*	
	Total Payments Listed (columns totals added)			X \$ <u>700,0</u>	00,000*	
	<u>)</u>	EDERAL SIGNATURE				<u> </u>
an	e issuer has duly caused this notice to be signed by the undersigned dulundertaking by the issuer to furnish to the U.S. Securities and Exchangen-accredited investor pursuant to paragraph (b)(2) of Rule 502.	ly authorized person. If this notice is filed				
	uer (Print or Type) cific Life Insurance Company	Signature		Date December 13, 2006		
Name of Signer (Print or Type) Khanh T. Tran		Title of Signer (Print or Type) Executive Vice-President, Chief Fi	nancial Offi	cer		
		Signature Dec		December 13,	ecember 13, 2006	
	me of Signer (Print or Type) thleen A. Clune	Title of Signer (Print or Type) Assistant Vice-President, Assistant	Treasurer			1
	L to \$700,000,000 autological and any one time				,	

## **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<sup>\*</sup> Up to \$700,000,000 outstanding at any one time.